

# FIRST UNION RAIL

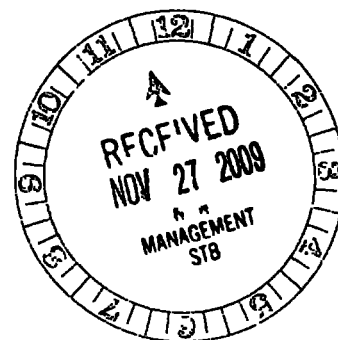
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847 318 7575  
Fax 847 318 7588

RECORDATION NO. 28085 FILED

NOV 27 '09 -3 10 AM

SURFACE TRANSPORTATION BOARD



**VIA UPS 2<sup>nd</sup> DAY AIR**

November 24, 2009

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated September 4, 2009 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are.

Lessor:	First Union Rail Corporation	Lessee:	Alabama Power Company
	One O'Hare Centre		600 N 18 <sup>th</sup> St
	6250 N River Road, Suite 5000		Birmingham, AL 35203
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is for one hundred fifty (150) 4200 cu. ft. capacity, open top hopper cars, marked JHMX 8001-8150 inclusive.

A short summary of the document to appear in the index follows. **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397 Thank you for your cooperation in this matter

Sincerely,

  
Marcia Dunne  
Senior Documentation Specialist

Enclosure

(ALPC001)

NOV 27 '09 -3 10 AM

ASSGN NO ALPC001

## MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4<sup>th</sup> day of September, 2009 by and between First Union Rail Corporation ("Lessor") a North Carolina corporation and Alabama Power Company ("Lessee"), an Alabama corporation

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of March 31, 2009 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their duly authorized employees as of the date and year first above written

LESSOR

FIRST UNION RAIL CORPORATION

ATTEST

By

Name

John J. Thomas

Title

President

By

Name

Title

Susan Grokulska  
SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
OF DOCUMENTATION

Executed on this 4<sup>th</sup> day of September, 2009

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Georgia Freiburger, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal this 4<sup>th</sup> day of September, 2009.

Commission Expires

6-2012  
(Notary Public)

Notary Public



LESSOR

Southern Company Services, Inc. as Agent for:  
ALABAMA POWER COMPANY

By [Signature]

Name Tom Reed

Title Facilities Mgr. APC

Executed on this 16th day of November, 2009

STATE OF Alabama

COUNTY OF Jefferson

I Marteen Torre Thomas a Notary Public of the County and State  
aforesaid certify that Tom Reed personally appeared  
before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

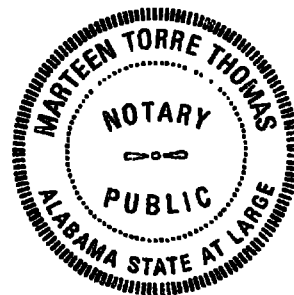
WITNESS my hand and official stamp or seal this 16th day of November, 2009

[Signature]  
Notary Public

Commission Expires

MY COMMISSION EXPIRES AUGUST 2, 2010

\_\_\_\_\_  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS	One hundred fifty (150)
DESCRIPTION OF CARS	4200 cu ft capacity, 286 000 lbs GRL, rotary, aluminum automatic discharge open top hopper cars (AutoFlood III) equipped with electronic controlled pneumatic brakes manufactured new in 2009 by Freightcar America
CAR NUMBERS	JHMX 8001-8150